

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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|                             |   |                         |
|-----------------------------|---|-------------------------|
| In re:                      | : | Chapter 11              |
|                             | : |                         |
| DELPHI CORPORATION, et al., | : | Case No. 05-44481 (RDD) |
|                             | : |                         |
| Debtors.                    | : | (Jointly Administered)  |
|                             | : |                         |
|                             | : |                         |

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**SUPPLEMENTAL AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL**

STATE OF NEW JERSEY            )  
  ) ss:  
COUNTY OF MORRIS            )

Douglas J. McGill, being duly sworn, deposes and says:

1. I am a partner of Drinker Biddle & Reath LLP ("Drinker Biddle") which firm maintains offices at, among other locations, One Logan Square, 18<sup>th</sup> & Cherry Streets, Philadelphia, Pennsylvania 19103-6996, Suite 1100, 1500 K Street, N.W., Washington, D.C. 20005-1209, and at two offices in New Jersey.

2. Unless otherwise stated in this supplemental affidavit (the "Supplemental Affidavit"), I have personal knowledge of the facts set forth herein. To the extent that any information disclosed herein requires further amendment or modification upon Drinker Biddle's further analysis, or as additional information becomes available, subsequent affidavits will be submitted to this Court.

3. On January 3, 2006, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "Debtors") filed with this Court my initial affidavit [Docket No. 1710] (the "Initial Affidavit").

4. The Initial Affidavit was filed in connection with the Debtors' retention of Drinker Biddle pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code") to provide advice and counsel to the Debtors with respect to certain antitrust issues, and also in connection with any environmental matters that may arise in New Jersey or under New Jersey law.

5. Except as disclosed herein and in the Initial Affidavit, neither I, Drinker Biddle, nor any partner thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other

party-in-interest, or their attorneys.

Supplemental Disclosure

6. Effective January 1, 2007, Drinker Biddle combined its practice with that of the Chicago-based law firm of Gardner Carton & Douglas LLP. As a result, the combined firm of Drinker Biddle has represented and currently represents the Pacifica Group Ltd., PBR International, PBR Tennessee, Inc., PBR Knoxville LLC, PBR Columbia LLC, and their respective affiliates (collectively, the "Pacifica Companies"), including in connection with matters involving the Debtors, but unrelated to any work Drinker Biddle has done for the Debtors.

7. David Kay, a partner of Drinker Biddle, is the corporate secretary of certain of the Pacific Group Ltd.'s United States subsidiaries, including certain of the Pacifica Companies.

8. Certain of the Pacifica Companies, including PBR Australia Pty, PBR Knoxville LLC and PBR Columbia LLC, are adverse to the Debtors in the above-captioned cases. The law firm of Foley & Lardner LLP is counsel of record to such entities in these cases. Drinker Biddle will not serve as counsel of record to the Pacifica Companies in these cases, although Drinker Biddle may consult with Foley & Lardner LLP and/or otherwise represent, or perform work on behalf of, the Pacifica Companies in connection the above-captioned cases.

9. To the best of my knowledge and information, the annual fees from the Pacifica Companies did not exceed 1% of Gardner Carton & Douglas LLP's annual gross revenue in 2006, and are not expected to exceed 1% of Drinker Biddle's gross income in 2007.

10. The Debtors have consented in writing to Drinker Biddle's continued representation of the Pacifica Companies, so long as Drinker Biddle does not serve as counsel of record to the Pacific Companies in these cases or in other litigation with the Debtors, and so long as the Drinker Biddle lawyers representing the Pacifica Companies are screened in such engagements from those Drinker Biddle lawyers advising the Debtors. Similarly, the Pacifica Companies have consented to Drinker Biddle's representation of the Debtors, so long as Drinker Biddle does not advise the Debtors on issues directly relating to the Pacifica Companies.

11. As a result, Drinker Biddle has instituted a screen between its lawyers (including David Kay) advising the Pacifica Companies on the one hand, and its lawyers advising the Debtors, on the other hand. The Drinker Biddle lawyers involved have been advised that they may not communicate with any person on the other side of the screen about matters relating to the Debtors' bankruptcy cases or the matters involving the Pacifica Companies and the Debtors.

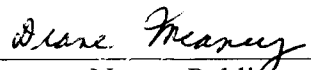
12. Except as set forth herein, neither I, Drinker Biddle, nor any partner thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Drinker Biddle is to be engaged.

I have read this Supplemental Affidavit, and, to the best of my knowledge, information and belief, the contents of this Supplemental Affidavit are true and correct.

FURTHER AFFIANT SAYETH NOT

  
DOUGLAS J. MCGILL

Subscribed and sworn before me  
this 5<sup>th</sup> day of ~~February~~, 2007  
*March*

  
Notary Public

**DIANE MEANEY**  
**A Notary Public of New Jersey**  
**My Commission Expires July 29, 2011**

**CERTIFICATE OF SERVICE**

Steven R. Alfred, legal assistant, hereby certifies that on March 5, 2007, he served a copy of the Supplemental Affidavit of Legal Ordinary Course Professional of Douglas J. McGill on behalf of Drinker Biddle & Reath LLP, upon the following interested parties via first class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, NY 10022

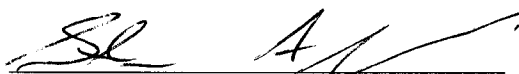
Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606

Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, NY 10017

United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, NY 10044

Davis Polk & Wardwell  
Attention: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, NY 10017

Dated: March 5, 2007



Steven R. Alfred  
Legal Assistant  
Drinker Biddle & Reath LLP  
A Delaware Limited Liability Partnership  
500 Campus Drive  
Florham Park, New Jersey 07932-1047  
(973) 360-1100

Subscribed and sworn to before  
me this 5<sup>th</sup> day of March, 2007



Notary Public

BARBARA J. MASS

A Notary Public Of New Jersey

My Commission Expires September 8, 2007